

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL OMB Number: 3235-0076 Expires: Estimated average burden hours per response.....16.00

SEC USE ONLY						
Prefix 1	Serial					
DATE RECEIVED						
1	1					

Name of Offering (check if this is an amendment and name has changed, and indicate change.)	
CF Titanium Equity Fund LLC	SEC MAIL
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULDE TOOK B
Type of Filing: New Filing Amendment	6) ULDE OF TECHNES OF
A. BASIC IDENTIFICATION DATA	月 そみ 2 日
1. Enter the information requested about the issuer	100 × 100 × 100
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	190
CF Titanium Equity Fund LLC	SECTION
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
160 Greentree Drive, Dover, DE 19904	
Address of Principal Business Operations (Number and Street, City State, Zip Code) Telephone Number (Including Area Code)
(if different from Executive Offices) PROCESSED	
Brief Description of Business	
Hedge Fund JAN 1 0 2007	
Type of Business Organization	
	(please specify):
business trust limited partnership, to subject Limited L	iability Company, already formed
Month Year	
	timated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for Sta	
CN for Canada; FN for other foreign jurisdiction)	
CENEDAL INCEDITORS	

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer. Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Promoter Check Box(es) that Apply: Beneficial Owner Executive Officer Director Managing Partner Full Name (Last name first, if individual) Farris, Michael Howard Business or Residence Address (Number and Street, City, State, Zip Code) 3217 Peppermint Street, Newbury Park, CA 91320 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Campion, David Charles Business or Residence Address (Number and Street, City, State, Zip Code) 3217 Peppermint Street, Newbury Park, CA 91320 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Beneficial Owner Promoter Executive Officer ☐ Director General and/or Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter ☐ Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Promoter Beneficial Owner Executive Officer Director General and/or Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) (Use blank sheet, or copy and use additional copies of this sheet, as necessary)

					В. 13	NFORMAT	ION ABOU	T OFFERI	NG				
	- -								.1.1. 00			Yes	No
1.	. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?												
2.	· · · · · · · · · · · · · · · · · · ·									s 25,	00.00		
								***************************************	Yes	No			
3.	Does the offering permit joint ownership of a single unit?								K				
4.			tion request ilar remune								irectly, any he offering.		
	If a pers	on to be lis	ited is an as	sociated pe	erson or age	ent of a brol	er or deale	r registere	d with the S	SEC and/or	with a state		
			ame of the b							ciated pers	ons of such		
		Last name	first, if ind	ividual)	•							. <u> </u>	
N//		D - a: J	A 3 4 ()	IL	1044 C	ian Gana 7	the Code				<u> </u>		
Bus N/A		Residence	Address (N	lumber and	d Street, C	ity, State, 2	Lip Code)						
		sociated Br	oker or De	aler									
N/A	•		* *	0.11.11.1									·
Stai			Listed Hass or check										States
	(Check	7th States	, or eneck	marviaga	states)			***************	•	***************************************	***************************************		States
	AL	AK	AZ	AR	CA	CO.	CT	DE	DC	FL	GA	HI	ID .
_	IL MT	IN NE	NV	KS NH	KY NJ	LA NM	ME NY	MD NC	MA ND	MI OH	MN OK	MS OR	MO PA
	RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR
F., 11	N==== (1		C : C :- 1:										
N/A	-	Last name	first, if indi	rviduai)									
Bus N/		Residence	Address (1	Number an	d Street, C	ity, State,	Zip Code)						· · · · ·
		ociated Br	oker or De	aler									
N/A		iah Dahaam	7 : 4 77	0-11-14-4	I-4 1-	4- 6-11-4	D1						
Stat		•	Listed Has " or check				•					[AI	l States
	AL IL	AK IN	AZ IA	AR KS	CA KY	CO LA	CT ME	DE MD	DC MA	FL MI	GA MN	MS	ID MO
	MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
	RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR
Full	l Name (I	Last name	first, if indi	ividual)							1		
	iness or	Residence	Address (1	Number an	d Street, C	ity. State. 2	Zip Code)		-		,		
N/A			·. <u> </u>								·		•
Nan N/A		ociated Br	oker or De	aler									
Stat	es in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers						
	(Check "All States" or check individual States)												
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
	IL MT	IN NE	IA NV	KS NH	KÝ NJ	LA NM	ME NY	MD NC	MA ND	MI OH	MN OK	MS OR	. MO PA
	RI	SC	SD	TN	TX	UT	VΤ	VA	WA	WV	WI	WY	PR

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	s 0.00	\$ 0.00
	Equity		\$ 0.00
	Common Preferred	ψ	Ψ
	Convertible Securities (including warrants)	€ 0.00	0.00 \$
	Partnership Interests :		s 0.00
	Other (Specify Rule 506		·——
	Total		
		\$	3_0.00
2.	Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
		Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors		\$ 0.00
	Non-accredited Investors	,	\$_0.00
	Total (for filings under Rule 504 only)		\$
3.	Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
	Type of Offering	Type of	Dollar Amount
	Rule 505	Security	Sold
			\$
	Regulation A		2
	Rule 304	•	\$
	Total		\$_0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		\$ <u>0.00</u>
	Legal Fees		\$_0.00
	Accounting Fees	_	\$ 0.00
	Engineering Fees		\$_0.00
	Sales Commissions (specify finders' fees separately)		\$ 0.00
	Other Expenses (identify)	_	\$_0.00
	Total	_	\$ 0.00

	C. OFFERING PRICE, NUMB	ER OF INVESTORS, EXPENS	ES AND USE OF PROCEEDS	
	b. Enter the difference between the aggregate offering and total expenses furnished in response to Part C — C proceeds to the issuer."	Question 4.a. This difference is	the "adjusted gross	\$25,000,000.00
5.	Indicate below the amount of the adjusted gross pro- each of the purposes shown. If the amount for any check the box to the left of the estimate. The total of proceeds to the issuer set forth in response to Part	purpose is not known, furnis the payments listed must equal	h an estimate and	
			Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees	•	s <u>0.00</u>	_ 🗆 \$_0.00
	Purchase of real estate		<u>0.00</u>	
	Purchase, rental or leasing and installation of mach and equipment	ninery	s_0.00	\$0.00
	Construction or leasing of plant buildings and facil	lities	<u>\$</u> 0.00	\$0.00
	Acquisition of other businesses (including the valu offering that may be used in exchange for the asset issuer pursuant to a merger)	s or securities of another		_ [] \$ <u>0.00</u>
	Repayment of indebtedness			so.oo
	Working capital	•	<u>\$</u> 0.00	
	Other (specify):		\$ 0.00 ·	\$ <u></u> \$
	<u> </u>		\$	\$_0.00
	Column Totals			_ [\$_0.00
	Total Payments Listed (column totals added)	!	s_C	0.00
		D. FEDERAL SIGNATUR	E .	
sig	e issuer has duly caused this notice to be signed by the unature constitutes an undertaking by the issuer to furninformation furnished by the issuer to any non-accre	ish to the U.S. Securities and	Exchange Commission, upon writt	
Iss	uer (Print or Type)	Signature	Date	
CF	Titanium Equity Fund LLC	DU -	Due	14,2006
Na	me of Signer (Print or Type)	Title of Signer (Print or Type	*)	/
Dav	vid Campion	Chief Executive Officer		

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE S	IGNATURE .	
Is any party described in 17 CFR 230.262 presently subject to provisions of such rule?	any of the disqualification Yes No	
See Annendix Colum	5 for state response	

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
CF Titanium Equity Fund LLC	Duri	De 14,2006
Name (Print or Type)	Title (Print or Type)	1
David Campion -	Chief Executive Officer	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX										
1	Intend to non-a investor	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pu	4 investor and rchased in State C-Item 2)		5 Disqualification under State ULOE, (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
AL		×	Rule 506 -	О,	\$0.00	0	\$0.00		×	
AK		×	Rule 506 -	о .	\$0.00 ·	0	\$0.00		×	
AZ		х	Rub 506 -	0	\$0.00	0	\$0.00		X	
AR		×	Rule 506 -	o :	\$0.00	0	\$0.00		×	
СА		×	Rule 506 -	О	\$0.00	0	\$0.00		×	
СО		. x	Rule 506 - 25 000 000	o	\$0.00	0	\$0.00		×	
СТ		×	Rub 506 -	0	\$0.00	0	\$0.00		×	
DE		×	Rule 506 -	Ō	\$0.00	0	\$0.00		×	
DC		×	Rule 506 -	0	\$0.00	0	\$0.00		×	
FL		×	Rule 506 -	0	\$0.00	0	\$0.00		×	
GA		×	Rule 506 -	0 ,	\$0.00	0	\$0.00		×	
HI		×	Rule 506 -	0	\$0.00	0	\$0.00		×	
ID		×	Rule 506 -	0 :	\$0.00	0	\$0.00		×	
IL		×	Rule 506 -	0 '	\$0.00	0	\$0.00		×	
IN		×	Rule 506 -	0	\$0.00	0	\$0.00		×	
IA		×	Rule 506 -	0	\$0.00	0	\$0.00		×	
KS		×	Rule 506 -	o !	\$0.00	0.	\$0.00		x	
KY		×	Rule 506 -	0	\$0.00	0	\$0.00		×	
LA	·	×	Rub 506 -	0	\$0.00	0	\$0.00		×	
ME		×	Rule 506 -	0	\$0.00	0	\$0.00		×	
MD		×	Rule 506 -	0	\$0.00	0	\$0.00		×	
MA		×	Rule 506 -	0	\$0.00	0	\$0.00		×	
MI		×	Rub 506 - 25.000.000	0	\$0.00	0 .	\$0.00		×	
MN		×	Rub 506 -	0	\$0.00	0 .	\$0.00		×	
MS		×	Rule 506 - 25,000,000	0	\$0.00	0	\$0.00		×	

APPENDIX

1		2	3	,	,	4		5 Disqual	ification
	Intend to sell and aggregate offering price offered in state (Part B-Item 1) Type of security and aggregate offering price offered in state (Part C-Item 1)			Type of investor and amount purchased in State (Part C-Item 2)				under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
МО		×	Rule 506 - 25 000 000	0	\$0.00	0	\$0.00		×
МТ		×	Rule 506 -	0	\$0.00	0	\$0.00		x
NE		×	Rule 506	0	\$0.00	0	\$0.00		×
NV		×	Rule 506 -	0	\$0.00	0	\$0.00		×
NH		×	Rule 506 - 25.000.000	0	\$0.00	0	\$0.00		×
NJ		×	Rule 506 -	0	\$0.00	0	\$0.00		×
NM		×	Rule 506 -	0	\$0.00	0	\$0.00		X
NY		x	Rule 506 - 25 000 000	О '	\$0.00	0	\$0.00		×
NC		×	Rule 506 -	0	\$0.00	0	\$0.00		×
ND		×	Rule 506 -	0	\$0.00	0	\$0.00		×
ОН		*	Rule 506 -	0	\$0.00	0	\$0.00		×
ок		×	Rule 506 -	О ,	\$0.00	0 .	\$0.00		K
OR		×	Rule 506 -	0	\$0.00	0	\$0.00		×
PA		×	Rule 506 - 25 000 000	0	\$0.00	0 .	\$0.00		×
RI		×	Rule 506 -	o	\$0.00	0	\$0.00		×
sc		×	Rule 506 -	0	\$0.00	0 .	\$0.00		×
SD		×	Rule 506 -	0	\$0.00	0	\$0.00		×
TN		×	Rule 506 -	0	\$0.00	0	\$0.00		×
TX		×	Rule 506 -	0	\$0.00	0	\$0.00		X
UT		×	Rule 506 -	0 '	\$0.00	0	\$0.00		×
VT		×	Rule 506 -	0	\$0.00	0	\$0.00		×
VA		×	Rule 506 -	0	\$0.00	0	\$0.00		×
WA		×	Rub 506 -	0	\$0.00	0	\$0.00		×
wv		×	Rule 506 - 25 000 000	0	\$0.00	0	\$0.00		×
WI		×	Rule 506 -	О.	\$0.00	0	\$0.00		×

APP	ENDIX

			,	· :			•			
1 1		2 .	3		. 4			5		
1 1					, •					
,		-	Type of security					under State ULOE		
	Intend	to sell	and aggregate	•	•			(if yes, attach		
	to non-accredited offering price					f investor and	•	explanation of		
		s in State	offered in state		amount purchased in State			waiver granted)		
	(Part B	-Item 1)	(Part C-Item 1)	j	(Part	C-Item 2)		(Part E-Item 1)		
				Number of		Number of		,		
]	ı			Accredited		Non-Accredited				
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No	
WY		×	Rule 506 -	0	\$0.00	0	\$0.00		×	
			25.000.000		\$0.00	0	\$0.00	<u> </u>	^	
PR		~	Rule 506 -	0	\$0.00		60.00			
PK	<u> </u>		25 000 000		Ψ0.00	0	\$0.00	L	<u> </u>	